

RECORDATION NO. 26703 - C  
FILED

MAR 25 '09 -1 00 PM

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
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SURFACE TRANSPORTATION BOARD

March 25, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Sublease and Memorandum of Sublease Assignment for Security Purposes, dated as of March 19, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Assignment previously filed with the Board under Recordation Number 26703-B.

The names and addresses of the parties to the enclosed document are:

Lessor/Assignee: U.S. Bancorp Equipment Finance, Inc.  
formerly known as U.S. Bancorp Leasing &  
Financial  
13010 SW 68th Parkway  
Portland, OR 97223

Lessee/Assignor: The Andersons, Inc.  
480 W. Dussel Drive  
Maumee, OH 43537

Anne K. Quinlan, Esquire  
March 25, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

128 Autoflood coal railcars are TERMINATED within the series IPWX 6102 – IPWX 6240 as more particularly set forth in Exhibit A attached to the document.

A short summary of the document to appear in the index is:

Termination of Sublease and Memorandum of Sublease Assignment for Security Purposes.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

**TERMINATION OF SUBLEASE AND MEMORANDUM OF SUBLEASE ASSIGNMENT FOR  
SECURITY PURPOSES**

This MEMORANDUM OF SUBLEASE ASSIGNMENT FOR SECURITY PURPOSES ("Assignment") is made and entered into as of March 19, 2009, by and between The Andersons, Inc. ("Assignor") and U.S. Bancorp Equipment Finance, Inc. ("Assignee") (collectively "Parties").

WHEREAS, Assignor previously entered into an Assignment for Security Purposes ("Lease Assignment") dated January 31, 2007 whereby the Assignor agreed to assign to Assignee all of Assignor's rights, title, and interest in, to and under the Lease Agreement no. 0205-97-01 dated August 21, 1998 and Rider #2 dated March 21, 2005 between Assignor, as Lessor, and Interstate Power and Light Company, as Lessee, (collectively, the "Lease") pertaining to the rail cars described on the attached Exhibit A ("Equipment"). Evidence of the Assignment was recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on Feb. 01, 2007 at 8:30 AM and assigned recordation number 26703-B. The Lease with the Lessee has since been terminated effective June 1, 2008.

WHEREAS, Assignor has now assigned to Assignee a new sublease for the Equipment described in Exhibit A.

NOW, THEREFORE, the Parties agree as follows:

The Sublease between Assignor, as Sublessor, and Interstate Power and Light Company, as Sublessee, has been terminated effective June 1, 2008.

The Lease Assignment evidenced by the Memorandum of Lease Assignment filed under Recordation Number 26703-B is terminated.

The Parties have entered into that certain Assignment for Security Purposes of a Sublease ("Sublease Assignment") dated March 19, 2009 whereby the Assignor has agreed to grant a security interest in and assigns to Assignee the Full Service Lease Agreement dated March 1, 2005 and the Rider Deal #R01278 dated June 1, 2008 (collectively, the "Sublease") by and between Assignor as Sublessor, and Canadian Pacific Railway Company ("Sublessee"), as Sublessee, and all of Assignor's rights, title and interest in and to the leased property described in Exhibit B and all rights, powers, and remedies in the Sublease, including all rents, income, and sums due or to become due and any notes, contracts of guaranty or surety and collateral of any kind or nature which Assignor has or may have, now or hereafter, and any and all proceeds of all of the foregoing subject to the terms defined in said Sublease Assignment.

IN WITNESS WHEREOF, the Parties hereto have each caused this Memorandum to be duly executed as of the date and year first above written. This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

*[Signature Pages to Follow]*

ASSIGNOR: THE ANDERSONS, INC.

By: Gary Smith  
Gary Smith  
Vice President, Finance and Treasurer

STATE OF OHIO )  
COUNTY OF LUCAS ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Gary Smith, Vice President, Finance and Treasurer of The Andersons, Inc., and he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors and that the same is the free act and deed of said officer and of said corporation.

19<sup>th</sup> In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this day of March, 2009.



Judy A. Baldwin  
Notary Public  
My commission expires 02/01/2010  
**JUDY A. BALDWIN**  
Notary Public, State of Ohio  
Commission Expires 02/01/2010

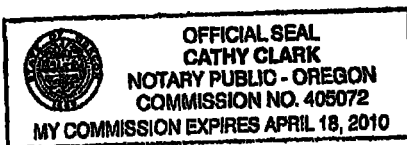
ASSIGNEE: U.S. BANCORP EQUIPMENT FINANCE, INC.

By: Kristin Voss  
Name: Kristin Voss  
Title: Vice President

STATE OF Oregon )  
COUNTY OF Washington ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Kristin Voss, the Vice President of U.S.B.E.F., an OR corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

Portland, Oregon In Testimony Whereof, I have hereunto set my hand and official seal at this 23 day of March, 2009.



Cathy Clark  
Notary Public  
My Commission Expires: 4/18/2010

# **Exhibit A** **Equipment**

One hundred Twenty Eight (128) 1999 Johnstown America Autoflood Coal Railcars with the following marks and numbers:

IPWX	6102	IPWX	6124	IPWX	6148	IPWX	6171	IPWX	6196	IPWX	6221
IPWX	6103	IPWX	6125	IPWX	6149	IPWX	6173	IPWX	6198	IPWX	6222
IPWX	6104	IPWX	6126	IPWX	6150	IPWX	6174	IPWX	6199	IPWX	6223
IPWX	6105	IPWX	6127	IPWX	6151	IPWX	6175	IPWX	6200	IPWX	6224
IPWX	6106	IPWX	6128	IPWX	6153	IPWX	6176	IPWX	6201	IPWX	6225
IPWX	6107	IPWX	6129	IPWX	6154	IPWX	6177	IPWX	6202	IPWX	6226
IPWX	6108	IPWX	6130	IPWX	6155	IPWX	6178	IPWX	6204	IPWX	6227
IPWX	6109	IPWX	6131	IPWX	6156	IPWX	6179	IPWX	6205	IPWX	6228
IPWX	6110	IPWX	6132	IPWX	6157	IPWX	6180	IPWX	6206	IPWX	6229
IPWX	6111	IPWX	6133	IPWX	6158	IPWX	6181	IPWX	6207	IPWX	6231
IPWX	6112	IPWX	6134	IPWX	6159	IPWX	6182	IPWX	6208	IPWX	6233
IPWX	6113	IPWX	6135	IPWX	6160	IPWX	6183	IPWX	6209	IPWX	6234
IPWX	6114	IPWX	6136	IPWX	6161	IPWX	6184	IPWX	6210	IPWX	6235
IPWX	6115	IPWX	6137	IPWX	6162	IPWX	6185	IPWX	6211	IPWX	6236
IPWX	6116	IPWX	6139	IPWX	6163	IPWX	6186	IPWX	6213	IPWX	6237
IPWX	6117	IPWX	6140	IPWX	6164	IPWX	6187	IPWX	6214	IPWX	6238
IPWX	6118	IPWX	6141	IPWX	6165	IPWX	6188	IPWX	6215	IPWX	6239
IPWX	6119	IPWX	6142	IPWX	6166	IPWX	6189	IPWX	6216	IPWX	6240
IPWX	6120	IPWX	6143	IPWX	6167	IPWX	6190	IPWX	6217		
IPWX	6121	IPWX	6144	IPWX	6168	IPWX	6191	IPWX	6218		
IPWX	6122	IPWX	6146	IPWX	6169	IPWX	6194	IPWX	6219		
IPWX	6123	IPWX	6147	IPWX	6170	IPWX	6195	IPWX	6220		

## Exhibit B Equipment

One hundred Twenty Eight (128) 1999 Johnstown America Autoflood Coal Railcars with the following marks and numbers:

<u>Old Numbers</u>		<u>Restated Numbers</u>		<u>Old Numbers</u>		<u>Restated Numbers</u>
IPWX	6102	AEX	016011	IPWX	6169	AEX 016075
IPWX	6103	AEX	016012	IPWX	6170	AEX 016076
IPWX	6104	AEX	016013	IPWX	6171	AEX 016077
IPWX	6105	AEX	016014	IPWX	6173	AEX 016078
IPWX	6106	AEX	016015	IPWX	6174	AEX 016079
IPWX	6107	AEX	016016	IPWX	6175	AEX 016080
IPWX	6108	AEX	016017	IPWX	6176	AEX 016081
IPWX	6109	AEX	016018	IPWX	6177	AEX 016082
IPWX	6110	AEX	016019	IPWX	6178	AEX 016083
IPWX	6111	AEX	016020	IPWX	6179	AEX 016084
IPWX	6112	AEX	016021	IPWX	6180	AEX 016085
IPWX	6113	AEX	016022	IPWX	6181	AEX 016086
IPWX	6114	AEX	016023	IPWX	6182	AEX 016087
IPWX	6115	AEX	016024	IPWX	6183	AEX 016088
IPWX	6116	AEX	016025	IPWX	6184	AEX 016089
IPWX	6117	AEX	016026	IPWX	6185	AEX 016090
IPWX	6118	AEX	016027	IPWX	6186	AEX 016091
IPWX	6119	AEX	016028	IPWX	6187	AEX 016092
IPWX	6120	AEX	016029	IPWX	6188	AEX 016093
IPWX	6121	AEX	016030	IPWX	6189	AEX 016094
IPWX	6122	AEX	016031	IPWX	6190	AEX 016095
IPWX	6123	AEX	016032	IPWX	6191	AEX 016096
IPWX	6124	AEX	016033	IPWX	6194	AEX 016097
IPWX	6125	AEX	016034	IPWX	6195	AEX 016098
IPWX	6126	AEX	016035	IPWX	6196	AEX 016099
IPWX	6127	AEX	016036	IPWX	6198	AEX 016100
IPWX	6128	AEX	016037	IPWX	6199	AEX 016101
IPWX	6129	AEX	016038	IPWX	6200	AEX 016102
IPWX	6130	AEX	016039	IPWX	6201	AEX 016103
IPWX	6131	AEX	016040	IPWX	6202	AEX 016104
IPWX	6132	AEX	016041	IPWX	6204	AEX 016105
IPWX	6133	AEX	016042	IPWX	6205	AEX 016106
IPWX	6134	AEX	016043	IPWX	6206	AEX 016107
IPWX	6135	AEX	016044	IPWX	6207	AEX 016108
IPWX	6136	AEX	016045	IPWX	6208	AEX 016109
IPWX	6137	AEX	016046	IPWX	6209	AEX 016110
IPWX	6139	AEX	016047	IPWX	6210	AEX 016111
IPWX	6140	AEX	016048	IPWX	6211	AEX 016112
IPWX	6141	AEX	016049	IPWX	6213	AEX 016113
IPWX	6142	AEX	016050	IPWX	6214	AEX 016114
IPWX	6143	AEX	016051	IPWX	6216	AEX 016115
IPWX	6144	AEX	016052	IPWX	6216	AEX 016116
IPWX	6146	AEX	016053	IPWX	6217	AEX 016117
IPWX	6147	AEX	016054	IPWX	6218	AEX 016118
IPWX	6148	AEX	016055	IPWX	6219	AEX 016119
IPWX	6149	AEX	016056	IPWX	6220	AEX 016120
IPWX	6150	AEX	016057	IPWX	6221	AEX 016121

IPWX	6151	AEX	016058	IPWX	6222	AEX	016122
IPWX	6153	AEX	016059	IPWX	6223	AEX	016123
IPWX	6154	AEX	016060	IPWX	6224	AEX	016124
IPWX	6155	AEX	016061	IPWX	6225	AEX	016125
IPWX	6156	AEX	016062	IPWX	6226	AEX	016126
IPWX	6157	AEX	016063	IPWX	6227	AEX	016127
IPWX	6158	AEX	016064	IPWX	6228	AEX	016128
IPWX	6159	AEX	016065	IPWX	6229	AEX	016129
IPWX	6160	AEX	016066	IPWX	6231	AEX	016130
IPWX	6161	AEX	016067	IPWX	6233	AEX	016131
IPWX	6162	AEX	016068	IPWX	6234	AEX	016132
IPWX	6163	AEX	016069	IPWX	6235	AEX	016133
IPWX	6164	AEX	016070	IPWX	6236	AEX	016134
IPWX	6165	AEX	016071	IPWX	6237	AEX	016135
IPWX	6166	AEX	016072	IPWX	6238	AEX	016136
IPWX	6167	AEX	016073	IPWX	6239	AEX	016137
IPWX	6168	AEX	016074	IPWX	6240	AEX	016138

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

3/25/09



\_\_\_\_\_  
Robert W. Alvord